EXHIBIT 1

To: 'Jaideep Venkatesan'[JVenkatesan@be-law.com]
Cc: 'Daniel Bergeson'[dbergeson@be-law.com]; 'Shauna Brill'[sbrill@be-law.com]
From: Andrew Kanter[andrewk@autonomy.com]
Sent: Tue 10/26/2010 2:08:51 PM (UTC)
Subject: RE: Brent Hogenson/Autonomy

Yes, that's in my numbers.

The January 2009 was a one-off in relation to the Interwoven acquisition. It was a single plan used for a group of about 20 people who came over with the acquisition. It is not replicable. That was 100% exercised and sold at the earliest possible date in 2009 and has no unvested value.

The November 2009 grant is the second from the bottom line in the table at the bottom of this chain. The acceleration of that was included in the calculations. (FYI, the gain on the small portion exercised totalled £2,510.88.)

Here are the calculations again just in case (bonus amount corrected):

At 16.67/1.59/18 months/100% accel

Options	Grant Date	Ex Price	Gain		Salary	$375,000.00	Total
5,577	31-Jul-07	£0.00	$147,820.06		**Bonus**	$112,500.00	**$761,809.68**
13,334	29-Jul-09	£11.84	$102,401.12			**$487,500.00**	
6,250	12-Nov-09	£14.45	$22,061.25				
7,500	07-May-10	£16.50	$2,027.25				
			$274,309.68				

I'm reserving comment on any of the above and just presenting the numbers so we're agreed on the underlying data. This is a matter that remains open for discussion.

Regards

--Andy

From: Jaideep Venkatesan [mailto:JVenkatesan@be-law.com]
Sent: 26 October 2010 14:44
To: Andrew Kanter
Cc: Daniel Bergeson; Shauna Brill
Subject: RE: Brent Hogenson/Autonomy

Thanks, Andy. We'll review and get back to you. We understand that he only received one stock grant in 2010, as he was terminated in July 2010. He also received grants in July 2009 and November 2009. Have you calculated the value of those, the value of what he exercised plus the value of what was unvested?

From: Andrew Kanter [mailto:andrewk@autonomy.com]
Sent: Tuesday, October 26, 2010 6:30 AM
To: Jaideep Venkatesan
Cc: Daniel Bergeson; Shauna Brill
Subject: RE: Brent Hogenson/Autonomy

Brent received one stock grant in 2010. It was an option grant over 7500 shares with an exercise price of £16.50 vesting over three years with a six month cliff. This grant is currently underwater.

The RSUs (which was 99% of the value realized in 2010) were carried forward from Interwoven and are not granted by Autonomy, so those would never be replicated. It is not correct to say that that grant was "received" in 2010. It was actually received years earlier, but only exercisable in part in 2010. It is however correct that there remains an unvested, cancelled portion. This was in the calculations I sent.

Regards

---Andy

From: Jaideep Venkatesan [mailto:JVenkatesan@be-law.com]
Sent: 26 October 2010 14:18
To: Andrew Kanter
Cc: Daniel Bergeson; Shauna Brill
Subject: RE: Brent Hogenson/Autonomy

Thanks, Andy. We are probably reaching a point where we need to discuss over the phone, to make sure we are on the same page as to the calculations. Will you be around later today?

In terms of the $260,000 in stock grants, we are trying to estimate the amount that Brent would have earned in 18 months, in addition to what he earned from his tenure at Autonomy. Think of it this way – assume that Brent would work January 2011 – June 2012. What would be his compensation in term of salary, bonus, and stock grants? To calculate that number, we used the value of the stock grants Brent received in 2010. If you have different information on what Brent would have received as a stock grant, send that to us and we can try to work with it in the calculation.

From: Andrew Kanter [mailto:andrewk@autonomy.com]
Sent: Tuesday, October 26, 2010 5:57 AM
To: Jaideep Venkatesan
Cc: Daniel Bergeson; Shauna Brill
Subject: RE: Brent Hogenson/Autonomy

Hi Jaideep,

First, yes you're correct re the bonus.

Re options, I'm afraid I still don't understand. So again, a few questions to clarify before providing any substantive comment.

First, there's a sentence that says "$260,000 in stock grants (combining both his exercised and unvested options)". Re exercised (getting on to unexercised in a moment) when something is exercised it doesn't come back, doesn't have future value and in this case there's no loss. The bulk of 2010 exercises ($139k out of $142k) were old Interwoven RSUs. They were required to be exercised when they were. There is no loss there at all. All the value was recognized. So isn't this really double dipping?

Re unvested options, in all of our experience the acceleration of unvested options serves to compensate for a lost opportunity, which would cover any future equity which theoretically may have been granted. I can not recall seeing an executive package that assumes some kind of future equity grant rate as well as equity acceleration. It certainly was not a part of any of the Interwoven packages.

Please can you check the above, in particular this idea around equity that has already been exercised and paid out.

Regards

--Andy

From: Jaideep Venkatesan [mailto:JVenkatesan@be-law.com]
Sent: 26 October 2010 13:25

To: Andrew Kanter
Cc: Daniel Bergeson; Shauna Brill
Subject: RE: Brent Hogenson/Autonomy

Andy:

Dan got unexpectedly called to trial yesterday, and will be in trial this morning as well. He should be available to speak later today.

In your calculation below, you didn't calculate the bonus for the entire 18 month period. That would make the calculation 761,810, correct?

The calculations below reflected two points that may explain the issues you pointed out below. We had calculated a compensation package that included salary, bonus, and stock grants over the course of 18 months. We had taken the compensation Brent earned in 2010 as representative of that package. In that year, we determined that Brent had earned $250,000 in salary, $75,000 in bonus, and $260,000 in stock grants (combining both his exercised and unvested options). The $260,000 may be different if you use the August 9, 2010 date, which we agree is probably the more accurate date. Brent did not know the exact date he exercised his options.

In addition to that annual salary, we had added the value of Brent's unvested options (from 2006-2010), which was very close to the value that you calculated below. We don't view this as "double dipping", because they are two different calculations. One is a compensation package Brent would receive for 18 months. The other is compensation for his out of pocket losses f or being terminated when he was.

In terms of calculating the 18 months compensation package, we had assumed that Brent would be receiving stock grants in the additional half year of compensation, or one half of the $260,000 (again, the exact number is probably different when using the August 9 date). If you don't use that assumption, our number becomes $1,022,500.

From: Andrew Kanter [mailto:andrewk@autonomy.com]
Sent: Friday, October 22, 2010 11:07 PM
To: Jaideep Venkatesan
Cc: Daniel Bergeson; Shauna Brill
Subject: RE: Brent Hogenson/Autonomy

The other error is somehow applying a 1.5 multiplier to the erroneous $260,000 share option calculation. The options are what they are and can't be increased over 100%.

Regards

--Andy

From: Jaideep Venkatesan [mailto:JVenkatesan@be-law.com]
Sent: 23 October 2010 06:21
To: Andrew Kanter
Cc: Daniel Bergeson; Shauna Brill
Subject: RE: Brent Hogenson/Autonomy

Thanks, Andy, for getting back to us. We will review your questions and get back to you soon.

From: Andrew Kanter [mailto:andrewk@autonomy.com]
Sent: Friday, October 22, 2010 10:16 PM
To: Jaideep Venkatesan
Cc: Daniel Bergeson; Shauna Brill
Subject: RE: Brent Hogenson/Autonomy

Before commenting I need to understand the calculations. There seems to be a double dip in here and some incorrect assumptions.

Re RSUs that would have vested on 31 July but for termination prior to that date, that totals 2787 shares. At £16.67/1.59 FX on 5 August that totals $73,870, not $260,000, and is only $9,000 different from my calculation.

I think you've included the gross value of what he could have sold on 5th of August not taking into account what was actually sold on the 9th of August, and thus have double dipped.

I don't see how the 5th of August is a relevant date and is anything but a randomly chosen date. Brent actually sold on 9th of August.

In any event, by my calculations, 18 months of salary and bonus plus 100% vesting of unvested equity at your share price of £16.67/1.59FX = $724,310. Here are the calculations:

Options	Ex Price	Gain		
5,577	£0.00	$147,820	**Salary**	$375,000
13,334	£11.84	$102,401	**Bonus**	$75,000
6,250	£14.45	$22,061		**$450,000**
7,500	£16.50	$2,027		
		$274,310		**$724,310**

Please can you check so we're discussing apples to apples.

Regards

--Andy

From: Jaideep Venkatesan [mailto:JVenkatesan@be-law.com]
Sent: 22 October 2010 23:13
To: Andrew Kanter
Cc: Daniel Bergeson; Shauna Brill
Subject: Brent Hogenson/Autonomy

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Andy:

At Dan's request, I am providing you the data supporting a settlement value of $1,152,500. The parameters we used were the of 18 months of his salary, bonus, and options or stock grants, added to the total value of his unvested stock options, lost when he was terminated from Autonomy.

As discussed in previous correspondence, we are assuming that Brent's annual salary is $250,000, and bonus is $75,000. We are also using the information regarding Brent's vested and unvested options that Autonomy has provided.

We have calculated the value of Brent's options that would have been earned in 2010 – that is, the value of the options that Brent exercised in 2010 plus the value of those options that would have vested on July 31, 2010 had he not been

terminated, and would have been sold on or around August 5, 2010. This value is calculated by using the exercise price of August 5, 2010, which is at or around the time that Brent last exercised options to purchase Autonomy stock. The price on that date was GBP16.67, and the applicable exchange rate 1.59 GBD:USD. Using this data, the total value of his 2010 grants of stock is $260,000.

100% of his annual salary, bonus, and options equals $585,000. Applying this to 18 months, we calculate $877,500.

In addition to this compensation, we submit that Brent is entitled to the total value of his unvested options, as disclosed in your email to Dan and applying the stock price and exchange rate of August 5, 2010. Using those parameters, we calculate a total out of pocket loss of $275,000. Note that this does not include other out of pocket losses, such as the Q2 bonus Brent earned but did not receive.

Calculating the 18 Months Compensation amount added to the out of pocket loss of unvested stock options, we calculate $1,152,500.

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